

EXHIBIT B

LETTER AGREEMENT (MARCH 15, 2013)

Hostess Brands, Inc.
12 East Armour Boulevard
Kansas City, MO 64111

March 18, 2013

United States Bakery
315 NE 10th Avenue
Portland, OR 97232
Attention: Marc Albers

Tonkon Torp LLP
888 SW 5th Avenue, Suite 1600
Portland, OR 97204
Attention: Ronald L. Greenman

Dear Mr. Albers:

Reference is made to the Asset Purchase Agreement (the “Agreement”), dated January 28, 2013, by and among Hostess Brands, Inc., Interstate Brands Corporation, IBC Sales Corporation, United States Bakery and Mountain States Bakeries LLC. Capitalized terms used and not otherwise defined in this letter have the meanings given to such terms in the Agreement.

The Agreement is hereby amended as follows:

1. Section 3.1(a) is deleted in its entirety and replaced with the following: “\$30,850,250 in cash (the “Cash Amount”);”

2. Exhibit 1.1(d) of the Disclosure Schedules is deleted in its entirety and replaced with the exhibit attached hereto as Annex A.

As amended by this letter agreement, the Agreement will continue in full force and effect.

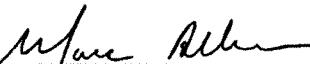
This letter agreement may be executed in one or more counterparts, each of which, when executed and delivered, will be an original, but all of which together will constitute but one and the same instrument. This letter agreement may also be executed via facsimile, which will be deemed to be an original.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this letter agreement to be executed by their respective officers thereunto duly authorized as of the date first set forth above.

PARENT:

UNITED STATES BAKERY

By: 
Marc Albers, President

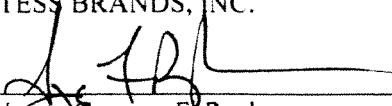
PURCHASER:

MOUNTAIN STATES BAKERIES LLC

By: 
Marc Albers, President

COMPANY:

HOSTESS BRANDS, INC.

By: 

Name: Gregory F. Rayburn
Title: Chief Executive Officer

OTHER SELLERS:

INTERSTATE BRANDS CORPORATION

By: 

Name: Gregory F. Rayburn
Title: Chief Executive Officer & President

IBC SALES CORPORATION

By: 

Name: Gregory F. Rayburn
Title: Chief Executive Officer & President

Annex A
Exhibit 1.1(d)

Attached.

